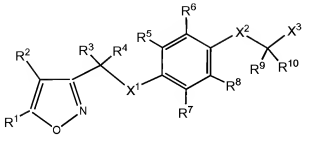
AMENDMENTS TO THE CLAIMS

1. (Currently Amended) A compound of the formula (I):



(I)

(wherein

R^1 is optionally substituted phenyl,

R^2 is ~~hydrogen,~~ halogen, hydroxy, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, carboxy, optionally substituted lower alkoxycarbonyl, optionally substituted lower alkylthio, optionally substituted acyl, optionally substituted amino, optionally substituted carbamoyl, optionally substituted thiocarbamoyl, optionally substituted carbamoyloxy, optionally substituted thiocarbamoyloxy, optionally substituted hydrazinocarbonyl, optionally substituted lower alkylsulfonyloxy, optionally substituted arylsulfonyloxy, optionally substituted aryl, optionally substituted aryloxy, optionally substituted arylthio or optionally substituted heterocycle,

R^3 and R^4 are each independently hydrogen, halogen, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted aryl or optionally substituted heterocycle,

R^5, R^6, R^7 and R^8 are each independently hydrogen, halogen, optionally substituted lower alkyl, or optionally substituted lower alkoxy,

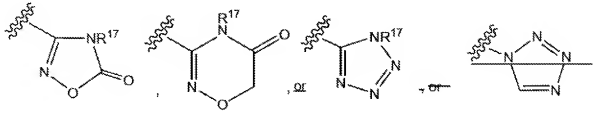
R^9 and R^{10} are each independently hydrogen, halogen, cyano, optionally substituted lower alkyl, optionally substituted lower alkoxy, optionally substituted amino or optionally substituted aryl,

X^1 is -O- or -S-,

X^2 is a bond, -O-, -S-, -SO-, $-SO_2-$, $-CR^{26}=CR^{27}-$ (wherein R^{26} and R^{27} are each independently hydrogen or lower alkyl), $-NR^{14}-$ (wherein R^{14} is hydrogen, optionally substituted lower alkyl, optionally substituted acyl, optionally substituted lower alkylsulfonyl or optionally substituted

arylsulfonyl), -$CR^{15}R^{16}$- (wherein R^{15} and R^{16} are each independently hydrogen or lower alkyl) or -$COCR^{24}R^{25}$- (wherein R^{24} and R^{25} are each independently hydrogen or lower alkyl), and

X^3 is $COOR^{17}$, $C(=NR^{17})NR^{18}OR^{19}$,



(wherein R^{17} - R^{19} are each independently hydrogen or lower alkyl),

provided that,

R^9 and R^{16} can be joined together to form a bond,

R^9 and R^{25} can be joined together to form a bond,

R^9, R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring,

R^{10} and R^{15} can be joined together to form a bond, and

R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring)

~~(provided that a compound wherein R^2 is hydrogen and X^3 is -O- are excluded)~~, or

a pharmaceutically acceptable salt thereof.

2. (Cancelled)

3. (Currently Amended) The compound of claim 1 wherein R^2 is halogen, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, optionally substituted acyl, optionally substituted carbamoyl, optionally substituted aryl or optionally substituted arylthio, or a pharmaceutically acceptable salt thereof.

4. (Currently Amended) The compound of claim 1 wherein R^2 is ~~hydrogen,~~ halogen, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, optionally substituted acyl, optionally substituted carbamoyl, optionally substituted aryl or optionally substituted arylthio, or a pharmaceutically acceptable salt thereof.

5. (Previously Presented) The compound of claim 1 wherein R^3 and R^4 are each independently hydrogen, lower alkyl or optionally substituted aryl, or a pharmaceutically acceptable salt thereof.

6. (Cancelled)

7. (Previously Presented) The compound of claim 1 wherein R^9 and R^{10} are each independently hydrogen, halogen, cyano, optionally substituted lower alkyl or optionally substituted lower alkoxy, provided that,
R^9 and R^{16} can be joined together to form a bond,
R^9 and R^{25} can be joined together to form a bond,
R^9, R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring,
R^{10} and R^{15} can be joined together to form a bond, and
R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring, or
a pharmaceutically acceptable salt thereof.

8. (Cancelled)

9. (Previously Presented) The compound of claim 1 wherein X^3 is $COOR^{17}$ (wherein R^{17} is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

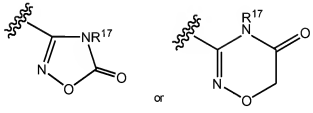
10. (Currently Amended) The compound of claim 1 wherein R^2 is ~~hydrogen,~~ halogen, optionally substituted lower alkyl (the substituent is halogen, hydroxy, optionally substituted lower alkoxy, lower alkylamino, optionally substituted imino, lower alkylsulfonyl, optionally substituted aryl or heterocycle), optionally substituted lower alkynyl (the substituent is aryl), optionally substituted lower alkoxy (the substituent is halogen), alkoxycarbonyl, acyl, carbamoyl, optionally substituted aryl (the substituent is optionally substituted lower alkyl or optionally substituted lower alkoxy) or arylthio,

R^3 and R^4 are each independently hydrogen, lower alkyl or optionally substituted aryl (the substituent is halogen),

R^5, R^6, R^7 and R^8 are each independently hydrogen, halogen, optionally substituted lower alkyl (the substituent is halogen) or optionally substituted lower alkoxy (the substituent is halogen),

R^9 and R^{10} are each independently hydrogen, halogen, cyano, lower alkyl or lower alkoxy,

X^3 is $COOR^{17}$, $C(=NR^{17})NR^{18}OR^{19}$,



(wherein R^{17} - R^{19} are each independently hydrogen or lower alkyl),

provided that,

R^9 and R^{16} can be joined together to form a bond,

R^9 and R^{25} can be joined together to form a bond,

R^9, R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring,

R^{10} and R^{15} can be joined together to form a bond, and

R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring, or

a pharmaceutically acceptable salt thereof.

11. (Previously Presented) The compound of claim 1 wherein X^2 is a bond, -O-, -SO-, $-SO_2-$ or $-CR^{26}=CR^{27}-$ (wherein R^{26} and R^{27} are each independently hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

12. (Previously Presented) The compound of claim 1 wherein X^2 is $-CR^{15}R^{16}-$ (wherein R^{15} is hydrogen or lower alkyl and R^{16} and R^9 are joined together to form a bond or wherein R^{16} and R^9 are joined together to form a bond and R^{15} and R^{10} are joined together to form a bond), or a pharmaceutically acceptable salt thereof.

13. (Previously Presented) The compound of claim 1 wherein X^2 is $-NR^{14}-$ (wherein R^{14} is hydrogen, lower alkyl, acyl or lower alkylsulfonyl), $-CR^{15}R^{16}-$ (wherein R^9, R^{10} and R^{15} can be taken together with the neighboring carbon atom to form a ring or wherein R^{15} and R^{10} are taken together with the neighboring carbon atom to form a ring and R^{16} and R^9 are joined together to form a bond) or $-COCR^{24}R^{25}-$ (wherein R^{25} and R^9 are joined together to form a bond), or a pharmaceutically acceptable salt thereof.

14. (Previously Presented) The compound of claim 1 wherein R^2 is halogen, hydroxy, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, carboxy, optionally substituted lower alkoxycarbonyl, optionally substituted lower alkylthio, optionally substituted acyl, optionally substituted amino, optionally substituted carbamoyl, optionally substituted thiocarbamoyl, optionally substituted carbamoyloxy, optionally substituted thiocarbamoyloxy, optionally substituted hydrazinocarbonyl, optionally substituted lower alkylsulfonyloxy, optionally substituted arylsulfonyloxy, optionally substituted aryl, optionally substituted aryloxy, optionally substituted arylthio or optionally substituted heterocycle,
R^9 and R^{10} are each independently hydrogen,
X^2 is -O-, and
X^3 is $COOR^{17}$ (wherein R^{17} is hydrogen or lower alkyl), or
a pharmaceutically acceptable salt thereof.

15. (Previously Presented) The compound of claim 1 wherein R^9 and R^{16} are joined together to form a bond,

R^{10} is hydrogen, halogen, lower alkyl, lower alkoxy or cyano,

X^2 is $-CR^{15}R^{16}-$ (wherein R^{15} is hydrogen or lower alkyl and R^{16} and R^9 are joined together to form a bond), and

X^3 is $COOR^{17}$ (wherein R^{17} is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

16. (Previously Presented) The compound of claim 1 wherein R^9 and R^{10} are each independently hydrogen or lower alkyl,

X^2 is a bond or $-CR^{15}R^{16}-$ (wherein R^{15} and R^{16} are each independently hydrogen or lower alkyl), and

X^3 is $COOR^{17}$ (wherein R^{17} is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

17. (Cancelled)

18. (Previously Presented) The compound of claim 1 wherein R^9 and R^{16} are joined together to form a bond,

X^2 is $-CR^{15}R^{16}-$ (wherein R^{15} and R^{10} are taken together with the neighboring carbon atom to form a ring and R^{16} and R^9 are joined together to form a bond or wherein R^9, R^{10} and R^{15} are taken together with the neighboring carbon atom to form a ring), and

X^3 is $COOR^{17}$ (wherein R^{17} is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

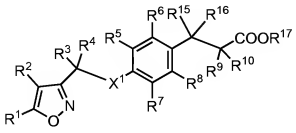
19. (Previously Presented) The compound of claim 1 wherein R^9 and R^{10} are taken together to form a ring,

X^2 is a bond or $-CR^{15}R^{16}-$ (wherein R^{15} and R^{16} are each independently hydrogen or lower alkyl), and

X^3 is $COOR^{17}$ (wherein R^{17} is hydrogen or lower alkyl), or a pharmaceutically acceptable salt thereof.

20-23. (Cancelled)

24. (Currently Amended) A compound of the formula:



(wherein

R^1 is optionally substituted phenyl,

R^2 is ~~hydrogen,~~ halogen, hydroxy, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted lower alkoxy, carboxy, optionally substituted lower alkoxycarbonyl, optionally substituted lower alkylthio, optionally substituted acyl, optionally substituted amino, optionally substituted carbamoyl, optionally substituted thiocarbamoyl, optionally substituted carbamoyloxy, optionally substituted thiocarbamoyloxy, optionally substituted hydrazinocarbonyl, optionally substituted lower alkylsulfonyloxy, optionally substituted arylsulfonyloxy, optionally substituted aryl, optionally substituted aryloxy, optionally substituted arylthio or optionally substituted heterocycle,

R^3 and R^4 are each independently hydrogen, halogen, optionally substituted lower alkyl, optionally substituted lower alkenyl, optionally substituted lower alkynyl, optionally substituted aryl or optionally substituted heterocycle,

R^5, R^6, R^7 and R^8 are each independently hydrogen, halogen, optionally substituted lower alkyl, or optionally substituted lower alkoxy,

R^9 and R^{10} are hydrogen,

X^1 is -O- or -S-,

R^{15} is lower alkyl,

R^{16} is hydrogen, and

R^{17} is hydrogen or lower alkyl), or

a pharmaceutically acceptable salt thereof.

25. (Previously Presented) The compound of claim 24 wherein R^2 is optionally substituted lower alkyl,

R^3 and R^4 are hydrogen, and

R^5, R^6, R^7 and R^8 are each independently hydrogen, halogen, optionally substituted lower alkyl or optionally substituted lower alkoxy, or a pharmaceutically acceptable salt thereof.

26. (Previously Presented) A pharmaceutical composition comprising a compound, or a pharmaceutically acceptable salt thereof of claim 1 together with a pharmaceutically acceptable excipient.

27-29. (Cancelled)

30. (Previously Presented) A pharmaceutical composition comprising a compound, or a pharmaceutically acceptable salt thereof of claim 24 together with a pharmaceutically acceptable excipient.